FORM D



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

## NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

| 100354 | / |
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|        |   |

OMB APPROVAL
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| SEC USE ONLY  |        |  |  |  |  |
|---------------|--------|--|--|--|--|
| Prefix        | Serial |  |  |  |  |
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| DATE RECEIVED |        |  |  |  |  |
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| •  |  |
|--|--|
| Name of Offering ( check if this is an amendment and name has changed, and indicate change.)   | PROCES   |
| Offering of Limited Partnership Interests  iling Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)   |  |
| ype of Filing: New Filing Amendment  | OCT 0 4 20   |
|  |  |
| A. BASIC IDENTIFICATION DATA   |  |
| Enter the information requested about the issuer   |  |
| ame of Issuer ( check if this is an amendment and name has changed, and indicate change.)  |  |
| eminole Capital Partners, L.P.   |  |
| ddress of Executive Offices (Number and Street, City, State, Zip Code)   | Telephone Number (Including Area Code)   |
| 50 East 52nd Street, 29th Floor, New York, NY 10022  | (212) 838-6055 Telephone Number (Including Area Code)  |
| diress of Principal Business Operations (Number and Street, City, State, Zip Code) different from Executive Offices)   | rerephone rounder (merading area)  |
| different from Executive Offices)  |  |
| rief Description of Business   | SO MECEIVED W  |
|  |  |
| rivate Investment Partnership  | <del>\ \ SEP % 5 200</del> (   |
| rpe of Business Organization    corporation   limited partnership, already formed   other (pl  | ease specify):   |
| corporation   limited partnership, already formed   other (pi  |  |
| Month Year   |  |
| ctual or Estimated Date of Incorporation or Organization: 111 95 Actual Estim  | ated   |
| risdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:   |  |
| CN for Canada; FN for other foreign jurisdiction)  |  |
| ENERAL INSTRUCTIONS  |  |
| -August  |  |
| ederal:<br>Tho Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D o  | r Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.  |
| 7d(6).   | to the state of th |
| Then To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given be  | A notice is deemed filed with the U.S. Securities flow or if received at that address after the date on  |
| nd Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given be<br>which it is due, on the date it was mailed by United States registered or certified mail to that address.   |  |
| There To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 205   | 649.   |
| opies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually   | signed. Any copies not manually signed must be   |
| opies Required: Five (5) copies of this notice inust be filed with the SEC, one of which inust be manually hotocopies of the manually signed copy or bear typed or printed signatures.   |  |
| and the state of t | t the name of the issuer and offering, any changes   |
| nereto, the information requested in Part C, and any material changes from the information previously suppli-  | ied in Parts A and B. Part E and the Appendix need   |
| ot be filed with the SEC.  |  |
| iling Fee: There is no federal filing fee.   |  |
| tate:  | also of acqueities in those states that have adopted   |
| his notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for st  | acurities Administrator in each state where sales  |
| ILOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the S re to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for  | the exemption, a fee in the proper amount shall  |
| re to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for ecompany this form. This notice shall be filed in the appropriate states in accordance with state law.  | The Appendix to the notice constitutes a part of   |
| nis notice and must be completed.  |  |
| ATTENTION  |  |
| Failure to file notice in the appropriate states will not result in a loss of the federal ex   | emption. Conversely, failure to file the   |
| appropriate federal notice will not result in a loss of an available state exemption unle  | ss such exemption is predictated on the  |
| Sphiobise igneral notice will not result in a 1022 of all available state eventual anno-   |  |
| filing of a federal notice.  |  |

1 of 9

SEC 1972 (6-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

|  |                   | A part of the second of the se | 3/11/       | (0.214(0)202443                       |               |                |             | <b>州沙东江市</b> 公益:市公市、地区地区              |
|--|-------------------|--|-------------|---------------------------------------|---------------|----------------|-------------|---------------------------------------|
| 2. Enter the information requ                            |                   | =  | .:al.::     | ha mast five years:                   |               |                |             |                                       |
|  |                   | uer has been organized wi  |             |                                       | ۰F ۱۵۹        | % or more of   | a clas      | s of equity securities of the issuer. |
|  |                   | corporate issuers and of   |             |                                       |               |                |             |                                       |
| Each general and ma                                      |                   |  | Corpor      | ate general and man                   | <b>"</b> 6""6 | parations or p |             |                                       |
| • Each general and ma                                    | maging partner or | partitership issuers.  |             |                                       |               |                | _           | <u> </u>                              |
| Check Box(es) that Apply:                                | Promoter          | Beneficial Owner   |             | Executive Officer                     |               | Director       | ×           | General and/or Managing Partner       |
| Full Name (Last name first, if                           | individual)       |  |             |                                       |               |                |             |                                       |
| Seminole Capital Manage<br>Business or Residence Address |                   | Street, City, State, Zip Co  | ode)        |                                       |               |                |             |                                       |
| 150 East 52nd Street, 29t                                | h Floor, New      | York, NY 10022   |             |                                       |               |                |             |                                       |
| Check Box(cs) that Apply:                                | Promoter          | Beneficial Owner   | $\boxtimes$ | Executive Officer                     |               | Director       |             | General and/or Managing Partner       |
|  |                   |  | of G        | eneral Partner                        |               |                |             | Trianaging Land                       |
| Full Name (Last name first, if                           | individual)       |  |             |                                       |               |                |             |                                       |
| Messner, Michael G.                                      |                   |  |             | · · · · · · · · · · · · · · · · · · · |               |                |             |                                       |
| Business or Residence Address                            | •                 |  |             |                                       |               | 1111 10000     |             |                                       |
| c/o Seminole Capital Mai                                 | nagement LLC      |  |             |                                       | ork, I        |                |             | C14/                                  |
| Check Box(es) that Apply:                                | Promoter          | Beneficial Owner   | $\bowtie$   | Executive Officer                     | П             | Director       |             | General and/or<br>Managing Partner    |
|  |                   |  | _of         | General Partner                       |               |                |             |                                       |
| Full Name (Last name first, if                           | individual)       |  |             |                                       |               |                |             |                                       |
| Shiverick, Paul C. Business or Residence Address         | Number and        | Street, City, State, Zip Co  | ode)        |                                       |               |                |             |                                       |
| c/o Seminole Capital Mai                                 | •                 |  |             | th Floor, New Yo                      | ork. l        | NY 10022       |             |                                       |
| Check Box(es) that Apply:                                | Promoter          | Beneficial Owner   |             | Executive Officer                     |               | Director       |             | General and/or<br>Managing Partner    |
| Full Name (Last name first, if                           | individual)       |  | <u> </u>    |                                       | ···           |                | -           |                                       |
| Business or Residence Address                            | (Number and       | Street, City, State, Zip Co  | ode)        |                                       |               |                |             |                                       |
| Check Box(es) that Apply:                                | Promoter          | Beneficial Owner   |             | Executive Officer                     |               | Director       |             | General and/or<br>Managing Partner    |
| Full Name (Last name first, if                           | individual)       |  |             |                                       |               | ···            | <del></del> |                                       |
|  |                   |  |             |                                       |               |                |             |                                       |
| Business or Residence Address                            | (Number and       | Street, City, State, Zip Co  | ode)        |                                       |               |                |             |                                       |
| Check Box(es) that Apply:                                | Promoter          | Beneficial Owner   |             | Executive Officer                     |               | Director       |             | General and/or<br>Managing Partner    |
| Full Name (Last name first, if                           | individual)       |  |             |                                       |               |                |             |                                       |
| Business or Residence Address                            | s (Number and     | Street, City, State, Zip Co  | ode)        |                                       |               |                |             |                                       |
| Check Box(es) that Apply:                                | Promoter          | Beneficial Owner   |             | Executive Officer                     |               | Director       |             | General and/or<br>Managing Partner    |
| Full Name (Last name first, if                           | individual)       |  |             |                                       |               |                |             |                                       |
|  |                   |  |             |                                       |               |                |             | ·                                     |
| Business or Residence Address                            | s (Number and     | Street, City, State, Zip Co  | ode)        |                                       |               |                |             |                                       |
|  | (Use blan         | nk sheet, or copy and use  | additi      | ional copies of this s                | heet,         | as necessary   | )           |                                       |

|   |            |             | 机铁铁            |            | <b>1. 1.</b> 0 | VĒ ORĀĀĶT I                             | ONABOU     | EOFFERD  | (C)  |             |     |          |                |
|---|------------|-------------|----------------|------------|----------------|---|------------|----------|------|-------------|-----|----------|----------------|
|   |            |             |                |            |                |   |            |          |      | _           |     | Yes      | No             |
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?  |            |             |                |            |                |   | 囡          |          |      |             |     |          |                |
|   |            |             |                |            |                | Appendix,                               |            |          |      |             |     |          |                |
| 2.  | What is    | the minim   | um investm     | ent that w | ill be acce    | pted from a                             | ny individ | ual?     |      |             |     | \$1,00   | <u>0,000</u> * |
|   |            |             |                |            |                |   |            |          |      |             |     | Yes      | No             |
| 3.  |            |             |                |            |                | le unit?                                |            |          |      |             |     | 図        |                |
| 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. |            |             |                |            |                |   |            |          |      |             |     |          |                |
| Ful   | l Name (   | Last name   | first, if indi | ividual)   |                |   |            |          |      |             |     |          |                |
| Bus   | iness or   | Residence   | Address (N     | lumber and | Street, Ci     | ity, State, Z                           | ip Code)   |          |      |             |     |          |                |
| Nan   | ne of As   | sociated Br | oker or De     | aler       | ······         |   |            |          |      |             |     |          |                |
| Ctot  | ec in 11/L | ich Parson  | Listed Had     | Solicited  | or Intends     | to Solicit I                            | Purchasers |          |      |             |     |          |                |
| Stat  |            |             |                |            |                |   |            |          |      |             |     |          | States         |
|   | (Check     | All States  | or eneck       |            | otates)        |   |            | •••••••  |      |             |     |          |                |
|   | AL         | ĀK          | AZ             | AR         | CA             | CO                                      | CT         | DE       | DC   | FL          | GA  | HI       | ID             |
|   | . IL       | IN          | IA             | KS         | KY             | LA                                      | ME         | MD       | MA   | MI          | MN  | MS       | MO             |
|   | MT         | NE          | NV             | NH         | NJ             | NM                                      | NY         | NC)      | ND   | OH          | OK. | OR<br>WY | PA             |
|   | RI         | SC          | SD             | [TN]       | TX             | UT                                      | (VT)       | VA       | WA   | WV          | WI  | WI       | LK             |
| Ful   | Name (     | Last name   | first, if indi | ividual)   | ·              |   |            |          |      |             |     |          |                |
| Bus   | iness or   | Residence   | Address (1     | Number an  | d Street, C    | ity, State, 2                           | Zip Code)  |          |      |             |     |          |                |
| Nar   | ne of As   | sociated Br | oker or De     | aler       |                | , |            |          |      |             |     |          |                |
| Stat  | tes in Wh  | nich Person | Listed Has     | Solicited  | or Intends     | to Solicit I                            | Purchasers |          |      |             |     |          |                |
|   | (Check     | "All States | " or check     | individual | States)        |   |            |          |      | ••••••••••• |     | ☐ All    | l States       |
|   | AL         | AK          | AZ             | AR         | CA             | CO                                      | [CT]       | DE       | [DC] | FL          | GA  | HI       | ID             |
|   | TL         | IN          | IA             | KS         | KY             | LA                                      | ME         | MD       | MA   | MI          | MN  | MS       | MO             |
|   | MT         | NE          | NV             | NH         | NJ             | NM                                      | NY         | NC       | ND   | OH          | OK  | OR       | PA             |
|   | RI         | SC          | [SD]           | TN         | TX             | UT                                      | VT         | VA       | WA   | WV          | WI  | WY       | PR             |
| Ful   | l Name (   | Last name   | first, if ind  | ividual)   | <del></del>    |   |            |          |      |             |     |          |                |
| Bus   | siness or  | Residence   | Address (1     | Number an  | d Street, C    | City, State, 2                          | Zip Code)  |          |      |             |     |          |                |
| Name of Associated Broker or Dealer   |            |             |                |            |                |   |            |          |      |             |     |          |                |
| States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  |            |             |                |            |                |   |            |          |      |             |     |          |                |
| _   |            |             |                |            |                |   | ☐ Al       | l States |      |             |     |          |                |
|   | AL         | AK          | AZ             | AR         | CA             | CO                                      | CT         | DE       | DC   | FL          | GA  | HI       | ID             |
|   | IL         | IN          | IA             | (KS)       | KY             | LA                                      | ME         | MD       | MA   | MI          | MN  | MS       | MO             |
|   | MT         | NE          | NV             | (NH)       | NJ             | NM                                      | NY         | NC       | ND   | OH          | OK  | OR       | PA             |
|   | RI         | SC          | SD             | TN         | TX             | UT                                      | VT         | VA       | WA   | WV          | WI  | WY       | PR             |

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

| 1  | Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and indicate in the columns.  | •                           |                            |
|----|--|-----------------------------|----------------------------|
|    | already exchanged.   |                             |                            |
|    | Type of Security   | Aggregate<br>Offering Price | Amount Aiready<br>Sold     |
|    | Debt   | <b>s</b> -0-                | <b>\$-</b> 0-              |
|    | Equity   |                             | <b>\$</b> -0-              |
|    | ☐ Common ☐ Preferred   |                             |                            |
|    | Convertible Securities (including warrants)  | <b>\$</b> -0-               | <b>\$</b> -0-              |
|    | Partnership Interests  |                             | \$ <b>\$</b> 334,174,560   |
|    | Other (Specify)  |                             | <b>\$-</b> 0-              |
|    | Total  |                             | \$334,174,560              |
|    | Answer also in Appendix, Column 3, if filing under ULOE.   |                             |                            |
| 2. | Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."             |                             | Aggregate                  |
|    |  | Number<br>Investors         | Dollar Amount of Purchases |
|    | Accredited Investors   |                             | <b>\$</b> 334,174,560      |
|    | Non-accredited Investors   |                             | \$                         |
|    | Total (for filings under Rule 504 only)  |                             | \$                         |
|    | Answer also in Appendix, Column 4, if filing under ULOE.   |                             |                            |
| 3. | If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.   |                             |                            |
|    | Type of Offering   | Type of Security            | Dollar Amount<br>Sold      |
|    | Rule 505   |                             | \$                         |
|    | Regulation A   |                             | \$                         |
|    | Rule 504   |                             | s                          |
|    | Total  |                             | \$                         |
| 4  | a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. |                             |                            |
|    | Transfer Agent's Fees  | ············ 🛛              | s0-                        |
|    | Printing and Engraving Costs   |                             | <b>\$</b> 1,000            |
|    | Legal Fees   |                             | <b>\$</b> 10,000           |
|    | Accounting Fees  |                             | <b>s</b> -0-               |
|    | Engineering Fees   |                             | <b>s</b> 0-                |
|    | Sales Commissions (specify finders' fees separately)   |                             | s -0-                      |
|    | Other Expenses (identify) filing fees  | <del>-</del>                | <b>9</b> ,000              |
|    | Total  |                             | \$ 20,000                  |

<sup>\*</sup>The Issuer is offering an unlimited amount of limited partnership interests. The Issuer does not expect to sell in excess of \$2,000,000,000 in limited partnership interests. Actual sales may be significantly lower.

| 5.   | and total expenses furnished in response to Part<br>proceeds to the issuer."                    | e offering price given in response to Part C — Qut C — Question 4.a. This difference is the "adjustions proceed to the issuer used or proposed to be for any purpose is not known, furnish an estimated must equal the adjust | used for           |  | <b>\$</b> 1,999       | 9,980,000*                           |
|------|---|---|--------------------|--|-----------------------|--------------------------------------|
|      | proceeds to the issuer set forth in response t  | o Part C — Question 4.0 above.  | Dii                | yments to<br>Officers,<br>rectors, &<br>Miliates |                       | yments to<br>Others                  |
|      |   |   |                    |  | - <b>⊠</b> \$_        | -0-                                  |
|      |   |   | 🛭 🖫                | -0-  | - ⊠\$_                | -0-                                  |
|      | Purchase, rental or leasing and installation of and equipment                                   | f machinery   | 🖂 <b>\$</b>        | -0-  | . 🗆 <b>s</b>          | -0-                                  |
|      | Construction or leasing of plant buildings ar   | nd facilities   |                    | -0-  | . ⊠\$_                | ·-0-                                 |
|      | Repayment of indebtedness   |   |                    | -0-<br>-0-                                       | ⊠\$<br>⊠\$ <u>1,</u>  | -0-<br>-0-<br>999,970,000*<br>10,000 |
|      |   |   | 🖂 \$               | -0-  | <b>⊠</b> \$_          | -0-                                  |
|      | Column Totals   |   | 🛭 S                | -0-  |                       | 999,980,000*                         |
|      | Total Payments Listed (column totals added)   | )   | ••••••             | <b>⊠</b> \$ <u>1</u> ,                           | 999,980               | <u>,0</u> 00*                        |
|      |   | and property of the second  |                    |  |                       |                                      |
| sign | issuer has duly caused this notice to be signed bature constitutes an undertaking by the issuer | by the undersigned duly authorized person. If the to furnish to the U.S. Securities and Exchange n-accredited investor pursuant to paragraph (b   | nis notice is file | d under Ru                                       | ile 505, then request | ne following<br>t of its staff,      |
| lssu | er (Print or Type)  | Signature   | Date               | <del></del>                                      |                       |                                      |
| Sen  | ninole Capital Partners, L.P.   | Ind SZ  | 9^                 | 13-0   | 16                    |                                      |
| Nan  | ne of Signer (Print or Type)  | Title of Signer (Print or Type)   |                    |  |                       |                                      |
| Pau  | l C. Shiverick  | Managing Member of Seminole Cap   | ital Managem       | ent LLC.   | its gener             | ral partner                          |

C. DEFERING PERCE ANUMBER OF INVESTIGA

ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

\*The Issuer is offering an unlimited amount of limited partnership interests. The Issuer does not expect to sell in excess of \$2,000,000,000 in limited partnership interests. Actual sales may be significantly lower.